

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On August 28, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, and (ii) upon the parties listed on Exhibit B hereto via facsimile:

Notice of Proposed Exchange of Stock Certificates in Existing Joint Venture For Shares in New Joint Venture Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto (without exhibits) as Exhibit C]

Dated: September 2, 2009

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 2nd day of September, 2009, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Gary Christensen

Commission Expires: 11/12/09

# **EXHIBIT A**

Company	Contact	Address1	Address2	City	State	Zip	Phone	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	Counsel to Debtor's Postpetition Administrative Agent
JPMorgan Chase Bank, NA	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	
JPMorgan Chase Bank, NA	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10012	212-270-0426	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	

## **EXHIBIT B**

Company	Contact	Address1	Address2	City	State	Zip	Phone	Fax	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-701-5092 212-701-5213	Counsel to Debtor's Postpetition Administrative Agent
JPMorgan Chase Bank, NA	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	
JPMorgan Chase Bank, NA	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10012	212-270-0426	212-270-0430	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	616-336-7000	

## **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

NOTICE OF PROPOSED EXCHANGE OF STOCK CERTIFICATES IN EXISTING JOINT  
VENTURE FOR SHARES IN NEW JOINT VENTURE PURSUANT TO ORDER UNDER  
11 U.S.C. § 363 APPROVING PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS  
FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C.

§ 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens,  
Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection  
With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset  
Sale Order"), Delphi Technologies, Inc. ("DTI") hereby gives notice of its intention to  
exchange its one share of Series B preferred stock, no par value per share, representing a 19%  
interest in SpaceForm, Inc. ("SpaceForm") for a 19% equity interest in SpaceForm Welding  
Solutions, Inc. pursuant to an Agreement And Plan Of Merger, dated as of August 27, 2009  
(the "Merger Agreement"), by and among SpaceForm, Welding Solutions, Inc., SpaceForm  
Welding Solutions, Inc., the stockholders of SpaceForm (the "SpaceForm Stockholders"),<sup>1</sup> and  
Weldmation, Inc. ("Weldmation").<sup>2</sup> None of Welding Solutions, Inc., SpaceForm Welding  
Solutions, Inc., Automation Alley, the MEDC, or Weldmation is an "insider" of DTI, as such  
term is defined by 11 U.S.C. § 101(31).

<sup>1</sup> The SpaceForm Stockholders are Automation Alley (32% ownership interest), DTI (19% ownership interest),  
and the Michigan Economic Development Corporation (the "MEDC") (49% ownership interest).

<sup>2</sup> A copy of the Merger Agreement is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT immediately prior to and conditional upon the closing the Merger Agreement, the SpaceForm Stockholders will effect a recapitalization of SpaceForm through the execution of an Agreement And Plan Of Recapitalization (the "Plan of Recapitalization"),<sup>3</sup> and DTI will provide a Fourth Amendment To First Amended And Restated License Agreement to SpaceForm (the "License Amendment").<sup>4</sup>

PLEASE TAKE FURTHER NOTICE THAT DTI has determined, in its business judgment, that the Merger Agreement, the Plan of Recapitalization, and the License Amendment provide for fair and appropriate terms and provide favorable value in exchange for DTI's interest in SpaceForm. SpaceForm was established in 2005 as a joint venture among the SpaceForm Stockholders to commercialize Delphi's Deformation Resistance Welding ("DRW") technology into mobile structure markets. DTI has provided SpaceForm with a royalty bearing license for the DRW technology. DTI believes that with additional funding, development, and commercialization, DRW technology may have commercial potential, but SpaceForm has not yet generated meaningful revenues, does not have a royalty-paying licensee, and has not yet demonstrated commercial viability for DRW. Thus, DTI has determined that the best way to create potential future value for its shares of SpaceForm is to merge SpaceForm with a current welding systems producer such as Welding Solutions, Inc. (of which Weldmation, a Michigan-based welding equipment and systems manufacturer, is the sole shareholder) for the receipt of shares in a new entity (which shares are valued significantly below the threshold established under the De Minimis Asset Sale Order). Elements of value in the structure after the merger are retention of DTI's 19% equity interest in an expanded

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<sup>3</sup> A copy of the Plan of Recapitalization is attached hereto as Exhibit B.

<sup>4</sup> A copy of the License Amendment is attached hereto as Exhibit C.



enterprise, continuation of a modified royalty-bearing license, the elimination of the outstanding debt and interest burden, the alignment with a welding systems solution provider, and a financial commitment by Weldmation to fund the ongoing development of DRW technology for three years.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, DTI will exchange its shares of SpaceForm for shares of SpaceForm Welding Solutions, Inc. free and clear of liens, claims, and encumbrances (though certain interests of JPMorgan Chase Bank, N.A. will attach to DTI's shares of SpaceForm Welding Solutions, Inc., the proceeds of this transaction), and take such actions as are necessary to close the transaction, provided that counsel to DTI does not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed transactions within five business days following initial receipt of this Notice.

Dated: August 28, 2009  
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession